STATE OF CONNECTICUT
DEPARTMENT OF PUBLIC UTILITY CONTROL

PETITION OF THE OFFICE OF	:	DOCKET NO. 10-12-__
CONSUMER COUNSEL FOR A	:	
DECLARATORY RULING THAT THE	:	
PENDING MERGER OF NORTHEAST	:	
UTILITIES AND NSTAR REQUIRES	:	
APPROVAL BY THE DEPARTMENT	:	
OF PUBLIC UTILITY CONTROL	:	DECEMBER 3, 2010

PETITION OF RICHARD BLUMENTHAL, ATTORNEY GENERAL FOR THE STATE OF CONNECTICUT, TO INTERVENE AND IN SUPPORT OF PETITION FOR DECLARATORY RULING REGARDING DPUC REVIEW OF THE PROPOSED MERGER OF NORTHEAST UTILITIES AND NSTAR

Richard Blumenthal, Attorney General for the State of Connecticut ("Attorney General"), respectfully requests that the Department of Public Utility Control ("DPUC" or "Department") designate the Attorney General as an intervenor in the above referenced proceeding and further requests that the DPUC grant the petition for a declaratory ruling filed this date by the Office of Consumer Counsel ("OCC") that the proposed merger of Northeast Utilities ("NU") and NSTAR requires Department review and approval.

I. BACKGROUND

On October 18, 2010, NU and NSTAR announced that both companies' Boards of Trustees unanimously approved a merger agreement that would combine the two companies and create one of the nation's largest utilities that will, if approved, be called NU. According to their press release, combined, NU and NSTAR have a total "enterprise value" of $17.5 billion. Also according to their press release, the merger will provide a significant increase in the dividend for NU shareholders and enable long term dividend growth for investors. Combined, the two companies will operate six regulated gas and electric utilities in three New England states and

will have nearly 3.5 million electric and gas customers as well as 4,500 miles of electric transmission lines.

Also on October 18, 2010, the Connecticut Attorney filed with the DPUC a petition for review of the proposed merger. The Attorney General cited §§ 16-11, 16-43 and 16-47 for the proposition that the Department has the authority and obligation to review the transaction and that the proposed transaction requires Department approval. On November 3, 2010, the Department rejected the Attorney General's petition stating that "it does not appear that any specific approvals are required of the Department under Connecticut law." On December 3, 2010, the OCC filed a Petition for Declaratory Ruling that the proposed merger of NU and NSTAR requires DPUC review and approval under Connecticut law.

II. PETITION TO INTERVENE

The Attorney General requests that the Department designate him as an intervener in this proceeding. In support of this application, the Attorney General makes the following representations:

1. The Attorney General is a Constitutional Officer empowered to represent the interests of the people of the State of Connecticut and the State of Connecticut. Conn. Const., Amend. I; Conn. Gen. Stat. § 3-125; Commission on Special Revenue v. Freedom of Information Commission, 174 Conn. 308, 318-19 (1978); Office of Consumer Counsel v. Department of Public Utility Control, Yankee Gas Services Company, Superior Court, judicial District of New Britain, Docket No. 02 0513718 (September 24, 2002).

2. As noted above, the proposed merger, if approved, would create the largest utility holding company in New England responsible for serving more than 3.5 million gas and electric customers. The proposed merger will have a profound impact on the State of Connecticut and

the people of the State. Both the State of Connecticut and the people of the State are customers of CL&P and Yankee Gas. The merger of NU and NSTAR will directly and/or indirectly impact the rates paid by customers of CL&P and Yankee Gas, as well as the quality of service and reliability of those Connecticut utilities. For example, the companies could seek to collect from Connecticut ratepayers acquisition premiums or other costs related to the transaction. The merger could also impact the companies' amount and cost of debt which would also affect rates.

3. The Department's consideration of the issues presented in this proceeding therefore directly impacts the interests of the people of the State of Connecticut and the State of Connecticut, which is a large purchaser of gas utility services. The Attorney General represents the people of the State of Connecticut and the State of Connecticut and believes his participation in these matters will be of assistance to the people of the State and the State and will aid the Department.

4. The Attorney General, therefore, requests the right to participate by filing interrogatories, receiving data and information filed by parties and other intervenors, cross-examining witnesses, filing briefs, and presenting oral arguments in these matters.

5. The Attorney General has designated Michael C. Wertheimer, Assistant Attorney General; and John S. Wright, Assistant Attorney General, to assist him in these proceedings. Assistant Attorneys General Mark Kohler, Tatiana D. Eirmann and Robert L. Marconi have been designated counsel to advise the Department.

6. Materials in this docket should be sent to:

Attorney John S. Wright, Office of the Attorney General, 10 Franklin Square, New Britain, CT 06051; and

Attorney Michael C. Wertheimer, Office of the Attorney General, 10 Franklin Square, New Britain, CT 06051.

III. THE DPUC SHOULD GRANT THE PETITION FOR A DECLARATORY RULING

The Attorney General has fully explained the Department's legal authority and obligation to review this proposed merger in his October 18, 2010 Petition for Review. The Attorney General further concurs with the OCC in its petition for a declaratory ruling. The Attorney General urges the Department to issue a declaratory ruling as quickly as possible in order to protect the interests of Connecticut ratepayers and to promote the orderly and timely evaluation of the proposed merger as required by Connecticut law. See Conn. Gen. Stat. §§ 16-11, 16-19e, 16-22, 16-43 and 16-47.

WHEREFORE, for the foregoing reasons, the Attorney General respectfully requests that the Department grant his request to be designated as in intervenor and urges the Department to issue a declaratory ruling that the proposed merger of NU and NSTAR requires Department review and approval.

Respectfully Submitted,

RICHARD BLUMENTHAL
ATTORNEY GENERAL
STATE OF CONNECTICUT

BY: _____

John S. Wright
Michael C. Wertheimer
Assistant Attorneys General
Attorney General's Office
10 Franklin Square
New Britain, CT 06051
Tel: (860) 827-2603
Fax: (860) 827-2620

Service is certified NU and the Connecticut Office of Consumer Counsel and NSTAR.

_____
John S. Wright